

**IN THE UNITED STATES DISTRICT COURT FOR THE
SOUTHERN DISTRICT OF NEW YORK**

JEFFREY HARRIS, derivatively on behalf of Citigroup Inc., v. CHARLES O. PRINCE, ET AL., Defendants.	1:07-cv-09841-SHS
GARY CINOTTO, derivatively on behalf of Citigroup Inc., v. CHARLES O. PRINCE, ET AL., Defendants.	1:07-cv-09900-SHS
BENJAMIN NATHANSON, derivatively on behalf of Citigroup Inc., v. CHARLES O. PRINCE, ET AL., Defendants.	1:07-cv-10333-SHS
SAM COHEN, derivatively on behalf of Citigroup Inc., v. CITIGROUP INC., ET AL., Defendants.	1:07-cv-10344-SHS
WALTER E. RYAN, JR., derivatively on behalf of Citigroup Inc., v. CHARLES O. PRINCE, ET AL., Defendants.	1:07-cv-11581-UA

**DECLARATION OF ELIZABETH A. SCHMID IN SUPPORT OF PLAINTIFF
SAM COHEN'S MOTION TO CONSOLIDATE ALL RELATED
SHAREHOLDER DERIVATIVE ACTIONS AND APPOINT A LEADERSHIP
STRUCTURE FOR PLAINTIFFS**

I, Elizabeth A. Schmid, under penalties of perjury, hereby declare:

1. I am an associate with the law firm of Brower Piven, A Professional Corporation ("Brower Piven"). I submit this declaration in support of the Motion of Plaintiff Sam Cohen to consolidate all related shareholder derivative actions and appoint a leadership stricter for plaintiffs.
2. Attached hereto as Exhibit A is the firm resume of Brower Piven.

DATED: January 28, 2008
New York, New York

/s/ Elizabeth A. Schmid
Elizabeth A. Schmid (ES-1294)